

Before the
Federal Communications Commission
Washington, D.C. 20554

In the Matter of)	
)	
Applications for Consent to the)	
Transfer of Control of Licenses and)	
Section 214 Authorizations from)	
)	
Tele-Communications, Inc.,)	CS Docket No. 98-178
Transferor)	
)	
To)	
)	
AT&T Corp.,)	
Transferee)	

ORDER

Adopted: March 5, 1999

Released: March 5, 1999

By the Deputy Chief, Wireless Telecommunications Bureau

1. On February 18, 1999, the Commission granted the above-captioned applications subject to a condition that prior to consummation of the proposed merger, Tele-Communications, Inc. ("TCI") and AT&T Corp. ("AT&T") (collectively "ATT-TCI") transfer ownership of TCI's Sprint PCS tracking stock to a trust that has been approved by the Commission.¹ The Commission delegated authority to the Wireless Telecommunications Bureau, in consultation with the Office of General Counsel, to review and approve the proposed trust agreement.² ATT-TCI was directed to file the proposed trust agreement "within 30 days after issuance of this Order or at least 10 days prior to consummation, whichever is earlier."³ ATT-TCI filed the proposed trust agreement on February 23, 1999.⁴ ATT-TCI filed an amended final trust agreement on March 5, 1999.

¹ Applications for Consent to the Transfer of Control of Licenses and Section 214 Authorizations from Tele-Communications, Inc. to AT&T Corp., CS Docket No. 98-178, *Memorandum Opinion and Order*, FCC 99-24, para. 157 (rel. Feb. 18, 1999) ("Order").

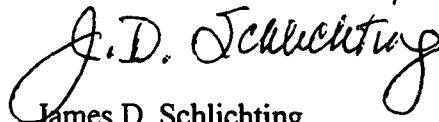
² *Id.*

³ *Id.*

⁴ See *Office of the Secretary Ex Parte Notice* (rel. Feb. 25, 1999).

2. In consultation with the Office of General Counsel, we have reviewed the trust agreement and conclude that, as amended, it complies with applicable Commission rules and with the specific requirements in the Commission's Order. Therefore, as directed by the Commission, we approve the trust agreement.

FEDERAL COMMUNICATIONS COMMISSION

A handwritten signature in black ink, reading "J.D. Schlichting". The signature is written in a cursive, flowing style.

James D. Schlichting

Deputy Chief, Wireless Telecommunications Bureau